

RECORDATION NO. 28400 FILED

JAN 08 '10

2:00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, NW  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

January 8, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract C-8464 Rider 5

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: DAK Americas, LLC  
6324 Fairview Road  
Charlotte, NC 28210]

Section Chief  
January 8, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

35 railcars within the series ACFX 037177 - ACFX 037409 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem  
Enclosures

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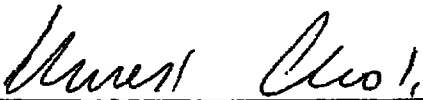
**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to DAK Americas LLC, a North Carolina Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

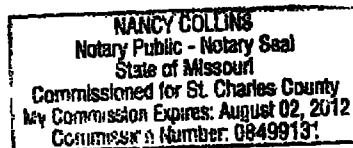
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

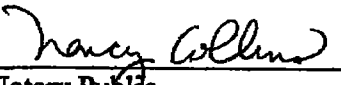
AMERICAN RAILCAR LEASING LLC

By:   
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

DAK Americas, LLC

Contract C-8464 rider 5 dated 2/25/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	037177
	Hopper	ACFX	037187
	Hopper	ACFX	037193
	Hopper	ACFX	037196
	Hopper	ACFX	037200
	Hopper	ACFX	037201
	Hopper	ACFX	037218
	Hopper	ACFX	037223
	Hopper	ACFX	037246
	Hopper	ACFX	037254
	Hopper	ACFX	037257
	Hopper	ACFX	037264
	Hopper	ACFX	037269
	Hopper	ACFX	037270
	Hopper	ACFX	037285
	Hopper	ACFX	037287
	Hopper	ACFX	037290
	Hopper	ACFX	037291
	Hopper	ACFX	037294
	Hopper	ACFX	037296
	Hopper	ACFX	037305
	Hopper	ACFX	037307
	Hopper	ACFX	037316
	Hopper	ACFX	037317
	Hopper	ACFX	037322
	Hopper	ACFX	037323
	Hopper	ACFX	037330
	Hopper	ACFX	037332
	Hopper	ACFX	037335
	Hopper	ACFX	037355
	Hopper	ACFX	037381
	Hopper	ACFX	037382
	Hopper	ACFX	037391
	Hopper	ACFX	037394

## **Schedule A**

### **Equipment**

**DAK Americas, LLC**

**Contract C-8464 rider 5**

<u><b>Quantity</b></u>	<u><b>Description</b></u>	<u><b>Reporting Marks</b></u>	<u><b>Road Numbers</b></u>
<b>35</b>	Hopper	ACFX	037409

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/6/2010



\_\_\_\_\_  
Robert W. Alvord